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EXAMINER



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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 443220 4804708

AUTHORIZATION :

COST LIMIT : \$ 1000.00

ORDER DATE : December 3, 2012

ORDER TIME : 8:41 AM

ORDER NO. : 443220-005

CUSTOMER NO: 4804708

FOREIGN FILINGS

NAME: PRESCOTT ASSOCIATES L.P.

Y

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes -- EXT# 52920

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Prescott Associates L.P.
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.

Please return all correspondence concerning this matter to:

Susan G. Schneider
Contact Person

c/o Seward & Kissel LLP
Firm/Company

One Battery Park Plaza
Address

New York, NY 10004
City, State and Zip Code

mchung@prescottinvestors.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Susan G. Schneider at (212) 574-1389
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)	<input type="checkbox"/> \$1,008.75 Filing Fees and Certificate of Status	<input type="checkbox"/> \$1,052.50 Filing Fees and Certified Copy	<input type="checkbox"/> \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status
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STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

1. Prescott Associates L.P.
(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

DBA Prescott Associates L.P.

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. New York 3. March 6, 1992
State or Country of Formation Date of Formation

4. Name of Registered Agent for Service of Process and Florida Street Address:

Michelle Chung
2200 Butts Road, Suite 320
Boca Raton, Florida 33431

5. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. Michelle Chung

By: [Signature]

Signature of Registered Agent

7. Principle Office: (Florida Street Address)

2200 Butts Road, Suite 320
Boca Raton, Florida 33431

8. Mailing Address:

2200 Butts Road, Suite 320
Boca Raton, Florida 33431

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9. If limited partnership is a limited liability limited partnership, check box ☐

10. Name, principal office address, and mailing address of each general partner:

Name of General Partner: Prescott General Partners, LLC Name of General Partner: _____

Street Address: 2200 Butts Road, Suite 320 Street Address: _____
Boca Raton, Florida 33431

Mailing Address: _____ Mailing Address: _____

Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

11. Effective date, if other than the date of filing: Upon filing
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 30th day of November, 20 12.



Signature of a general partner

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

**State of New York
Department of State } ss:**

I hereby certify, that PRESCOTT ASSOCIATES a NEW YORK Limited Partnership, filed a Certificate of Adoption of the Revised Limited Partnership Act, pursuant to the Partnership Law, on 03/06/1992, and that the Limited Partnership is existing so far as shown by the records of the Department.

A Certificate of Amendment PRESCOTT ASSOCIATES, changing its name to PRESCOTT ASSOCIATES L.P., was filed 07/10/2007.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 30th day of November
two thousand and twelve.*

Daniel Shapiro
Special Deputy Secretary of State